

RECORDATION NO. 27551 ^B FILED

APR 04 '11 -2 30 PM

SURFACE TRANSPORTATION BOARD

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April 4, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Notice of Lease Termination, effective as of June 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 27551 and 27551-A.

The name and address of the party to the enclosed document are

Lessor	TLP Rail Trust I by Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, DE 29890
[Lessee]	Sunoco, Inc. (R&M) 1735 Market Street Philadelphia, PA 19103]

**Section Chief
April 4, 2011
Page 2**

A description of the railroad equipment covered by the enclosed document is

68 tank railcars within the series TILX 262284 - TILX 262419 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows

Notice of Lease Termination.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

✓ **Robert W. Alvord**

**RWA/sem
Enclosures**

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**NOTICE OF
LEASE TERMINATION**

SURFACE TRANSPORTATION BOARD

This Notice of Lease Termination effective as of June 1, 2009 by TLP Rail Trust I, a Delaware statutory trust (the "Lessor").

WITNESSETH:

Lessor and Sunoco, Inc. (R&M), an Pennsylvania corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement, dated as of March 5, 2001, whereby Lessor agreed to lease to the Lessee and the Lessee agreed to lease from Lessor certain railroad cars pursuant to Rider Seven (7) to Railroad Car Lease Agreement, effective February 12, 2008, as amended (the "Lease Agreement").

The Memorandum of Lease Agreement was filed with the Surface Transportation Board on July 1, 2008 at 12:30 p.m. under Recordation Number 27551, as assigned to Lessor by that certain Memorandum of Assignment and Assumption Agreement which was filed with the Surface Transportation Board on July 1, 2008 at 12:30 p.m. under Recordation Number 27551-A.

Notice is hereby given that the Lease Agreement is terminated with respect to the railroad cars listed on Exhibit A hereto.


This Notice of Lease Termination shall not impair nor terminate any of the rights and obligations of the parties under the Lease Agreement which, by their terms, expressly survive its termination.

[Notice of Lease Termination]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee


By: _____
Name: **Jose L. Paredes**
Title: **Assistant Vice President**

Executed on this 11th day of March, 2011

[Notice of Lease Termination]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 11th day of March, 2011, before a Notary Public in and for said County and State, personally appeared Jose Parades, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March 11, 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

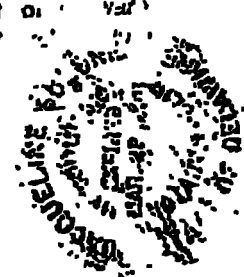
Jaques [Signature]

Name:
Notary Public

My Commission Expires:

Residing in INDIAN FILE SOL

Notary Public for the State of Delaware
My Commission Expires: 12/31/2011



[Notice of Lease Termination]

EXHIBIT A

Equipment: DOT111A100W1 coiled and insulated tank cars with 23,589 gallon approximate capacity

Quantity: Sixty-Eight (68)

Road Numbers: TILX 262284 – TILX 262333, TILX 262391, TILX 262392, TILX 262394, TILX 262398, TILX 262399, TILX 262404 and TILX 262408 – TILX 262419

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/15/11



Robert W. Alvord